

DONELAN, CLEARY, WOOD & MASER, P. C.

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0100237064

RECORDATION NO. 7652-*H* FILED 1425

MAY 23 1994 -2 45 PM

INTERSTATE COMMERCE COMMISSION

RELEASING BRANCH
MAY 23 2 35 PM '94

May 23, 1994

Recordation No. 7652- G

Dear Mr. Strickland:

On behalf of Missouri Pacific Railroad Company, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Full Termination of Lease and Release of Interest in Conditional Sale Agreements ("Release"), dated as of May 18, 1994.

The parties executing the enclosed Release are:

Missouri Pacific Railroad Company - LESSEE/A RELEASING PARTY
1416 Dodge Street
Omaha, Nebraska 68179-0001

GATX Leasing Corporation, - VENDEE/LESSOR/A RELEASING PARTY
successor by assignment from Chase
Manhattan Service Corporation,
original Vendee/Lessor.
Suite 2200
Four Embarcadero Center
San Francisco, CA 94111

The said Release is a full and complete release of all right, title and interest of the Releasing Parties in, to and under: (1) Conditional Sale Agreement recorded under Recordation No. 7652, (2) Conditional Sale Agreement recorded under Recordation No. 7652-C and (3) a full termination of the Lease of Railroad Equipment recorded under Recordation No. 7652-A, and the Release should be recorded under the next available letter under Recordation No. 7652 which we believe will be - G.

The equipment covered by the enclosed Release is all the equipment covered in or by the filings under Recordation No. 7652 and subparts thereunder.

Countersigned G. H. Hammer

DONELAN, CLEARY, WOOD & MASER, P. C.

Letter to Honorable Sidney L. Strickland, Jr.

May 23, 1994

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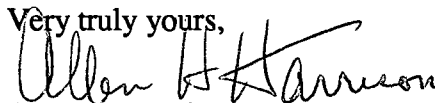
A short summary of the Release to appear in the ICC Index is as follows:

"Full Release of CSA under 7652, and CSA under 7652-C
and termination of Lease under 7652-A."

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for Missouri Pacific Railroad Company
for the purpose of this filing.*

Honorable Sidney L. Strickland, Jr.

Secretary

Interstate Commerce Commission

Washington, D.C. 20423

Enclosures

BY HAND

8339-020

7652-G

FULL TERMINATION OF LEASE AND
RELEASE OF INTERESTS IN CONDITIONAL SALE AGREEMENTS

RECORDATION NO. 7652-B
MAY 23 1994 - 2 45 PM
FILED 1
INTERSTATE COMMERCE COMMISSION

THIS FULL TERMINATION OF LEASE, made this 18 day of May, 1994 by and between Missouri Pacific Railroad Company ("MPRR") as "Lessee" and GATX Leasing Corporation ("GATX") as the "Lessor," successor by assignment from Chase Manhattan Service Corporation ("Chase"), the original Lessor.

WHEREAS, MPRR, as Lessee, and Chase, as Lessor, entered into a Lease of Railroad Equipment as of September 1, 1974 for the lease of certain locomotives and the Lease was filed for recordation with the Interstate Commerce Commission ("ICC") on September 20, 1974 under Recordation No. 7652-A; and

WHEREAS, MPRR as Lessee, Chase as Vendee and General Motors Corporation (Electro-Motive Division) ("GM") as builder, entered into a Conditional Sale Agreement as of September 1, 1974 for the lease/purchase of certain locomotives and the GM CSA was filed for recordation with the ICC on September 20, 1974 under Recordation No. 7652; and

WHEREAS, MPRR as Lessee, Chase as Vendee and General Electric ("GE") as builder, entered into a Conditional Sale Agreement as of September 1, 1974 for the lease/purchase of certain locomotives and the GE CSA was filed for recordation with the ICC on October 8, 1974 under Recordation No. 7652-C; and

WHEREAS, GATX succeeded to all of the interest of Chase under the GM CSA, the GE CSA and such Lease pursuant to a Bill of

Sale, Instrument of Transfer and Assignment of Rights filed with the ICC on July 18, 1988 under Recordation No. 7652-F; and

WHEREAS, MPRR and GATX desire to confirm that GATX's interest in the GM CSA and the GE CSA have been fully released and the Lease has been fully terminated and canceled; and

NOW, THEREFORE, in consideration of the promises and other good and valuable consideration, the sufficiency and receipt of which is acknowledged, MPRR and GATX intending to be legally bound, agree as follows:

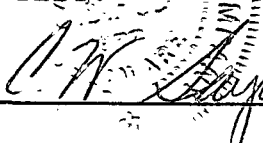
1. MPRR and GATX hereby confirm that GATX's interests in the GM CSA and GE CSA have been fully released and the Lease is fully terminated and canceled and all equipment covered therein or thereby is discharged therefrom.

2. The parties agree that this Termination may be recorded with the ICC at the discretion of any one of the parties thereto.

3. This Termination may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, MPRR and GATX have each caused this Termination to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:


C. H. Taylor

MISSOURI PACIFIC RAILROAD COMPANY

By:

Its:

Paul C. Conley, Jr.
AVP - Law

ATTEST:

A. H. D. L.
Asst. Secretary

GATX LEASING CORPORATION

By:

Its:

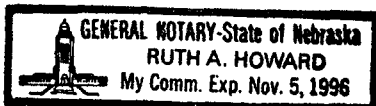
Thomas C. Wood
VICE PRESIDENT

STATE OF NEBRASKA

COUNTY OF DOUGLAS

)
) ss.
)

On this 18 day of May, 1994, before me personally appeared P. G. Conley, Jr. to me known, who being duly sworn, did say that he is AVP-Tax of Missouri Pacific Railroad Company, and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that execution of the foregoing instrument was the free act and deed of such corporation.



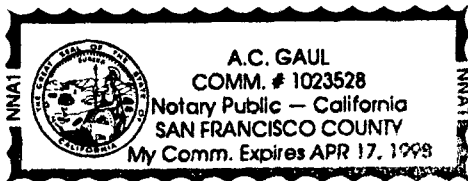
Ruth Howard
Notary Public

STATE OF California

COUNTY OF San Francisco

)
) ss.
)

On this 19 day of May, 1994, before me personally appeared Thomas C. Nord to me known, who, being duly sworn, did say that he is vice president of GATX Leasing Corporation, that the foregoing instrument was signed on behalf of such partnership by authority of its general partner, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such partnership.



A.C. Gaul
Notary Public